

OREGON TRAIL HAVANESE CLUB

CONSTITUTION

Revised December 6, 2021

ARTICLE 1

NAME AND OBJECT

SECTION 1 The name of the Club shall be the **OREGON TRAIL HAVANESE CLUB**.

SECTION 2 The objects of the Club shall be:

- (a) To encourage and promote quality in the breeding of purebred Havanese dogs, and to do all possible to bring their natural qualities to perfection;
- (b) To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Havanese shall be judged;
- (c) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, obedience trials, rally trials, and agility trials,
- (d) To conduct sanctioned matches, dog shows, obedience trials, rally trials, and agility trials, and any other event for which the club is eligible, under the Rules and Regulations of the American Kennel Club.
- (e) To promote education about the Havanese breed;
- (f) To support past, present and future breeders, exhibitors and pet owners.

SECTION 3 No part of the net earnings of the corporation shall inure [Definition: come into operation, take effect] to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws.

SECTION 4 The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.



BYLAWS

Revised December 6, 2021

These Bylaws are subject to and governed by the State of Oregon Not-For-Profit Corporation Laws (Oregon Revised Statutes Chapter 65, referred to as ORS 65) and the Articles of Incorporation of the Oregon Trail Havanese Club. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Oregon State Not-For-Profit Corporation Laws, the Oregon State Not-For-Profit Corporation Act will be controlling.

ARTICLE 1 MEMBERSHIP

SECTION 1 - Eligibility

There shall be six types of membership open to all persons 18 years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club.

While membership is to be unrestricted due to residence, the club's primary purpose is to be representative of the breeders, exhibitors and owners in its immediate area, greater Salem, Oregon.

Membership types are:

Regular (Individual):

Enjoys all club privileges including the right to vote and hold office.

Household: Two (2) adult members residing in the same household, each eligible to vote and hold office.

Junior:

Open to minors under 18 years of age; a non-voting/non office holding membership which may automatically convert to regular membership at age 18.

Associate:

Entitled to all club privileges except voting and office holding (offered to individuals who live outside of the club's area; as well as to individuals who live in the club's area but are not active).

Honorary:

An individual who has made significant contributions to the Sport, Breed or the Club; honorary members pay no dues and are not eligible to vote, but can maintain regular (or household) membership if they pay dues.

Life:

For those individuals who have been members for 20+ years; Life members pay no dues but are eligible to vote and hold office.

SECTION 2 - Dues

Membership dues shall not exceed \$75 per year for Regular members, \$90 for Households, \$65 for Associate members and \$20 for Junior members, payable on or before the 1st day of August of each year. No member may vote whose dues are not paid for the Financial/Fiscal year. During the month of June the Treasurer shall send to each member a statement of dues for the Financial/Fiscal year.

SECTION 3 - Election to Membership

Each applicant for membership shall apply on a form as approved by the Board of Directors ("Board" or "the Board") and which shall provide that the applicant agrees to abide by the Constitution and Bylaws and the rules and regulations of the American Kennel Club.

All applications for membership shall be filed with the Secretary. Each membership application shall be voted upon by secret ballot at the next meeting of the Club. An affirmative vote of 2/3 of the members present and voting shall be required to elect the applicant. At the time of approval for membership, the applicant shall submit dues payment for the current year. Applicants for membership who have been rejected by the Club can reapply six months after such rejection.

SECTION 4 - Termination of Membership

Memberships may be terminated, in accordance with Oregon Revised Statute 65.167:

- (a) **By resignation:** Upon written notice to the secretary.
- (b) **By lapsing:** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the Financial/Fiscal year; however, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- (c) **By Expulsion:** A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

ARTICLE II MEETINGS AND VOTING

[See Appendix of Robert's Rules of Order, Newly Revised, 12th Edition]

SECTION 1 - Club Meetings

In Accordance with Oregon Revised Statute 65.201-214:

Meetings of the club may be held each month or as frequently as necessary in the greater Salem Oregon area, or via remote means, as may be designated by the Board. Written notice of each such meeting shall be sent electronically or via USPS by the Secretary or Board appointed designee no less than seven (7) days prior to the date of the meeting. The quorum for such meetings shall be twenty (20) percent of the eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum.

SECTION 2 - Special Club Meetings

Special Club meetings may be called by the President; or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; and may also be called by the Secretary upon receipt of a petition signed by at least five (5) members of the club who are in good standing.

Such special meetings shall be held in the greater Salem, Oregon area or by remote methods, as designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be sent electronically or via USPS, by the Secretary or Board appointed designee no less than seven (7) days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other club business may be transacted thereat. The quorum for such a meeting shall be (20) percent of the eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum.

SECTION 3 - Board Meetings

Meetings of the Board may be held each month or as frequently as is necessary in the greater Salem, Oregon area, or by remote methods as designated by the Board. Written notice of each such meeting shall be sent electronically or USPS by the Secretary or Board appointed designee no less than seven (7) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board. Non-voting members do not count towards the determination of a quorum.

SECTION 4 - Special Board Meetings

Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held by remote methods, or if held in-person, in the

greater Salem, Oregon area. Mode/location is to be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be sent electronically or via USPS by the Secretary or Board appointed designee no less than seven (7) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board. Non-voting members do not count towards the determination of a quorum.

SECTION 5 - Voting

Each member in good standing whose dues are paid for the Financial/Fiscal year shall be entitled to one vote at any meeting of the club at which the member is present. Proxy voting will not be permitted at any club meeting or election.

ARTICLE III DIRECTORS AND OFFICERS

SECTION 1 - Board of Directors

The Board shall be comprised of the officers, elected for two (2) year terms, and three (3) directors, elected for one (1) year terms, as provided in Article IV. They shall serve until their successors are elected. All shall be members in good standing. General management of the club's affairs shall be entrusted to the Board. In order to be eligible for election to the Board of Directors, a voting member must attend at least three (3) Club Meetings and/or events during the previous official year, unless excused by the board of directors.

SECTION 2 - Officers

The club's officers, consisting of the President, Vice President, Secretary, and Treasurer, shall serve in their respective capacities both with regard to the club and its meetings and the Board and its meetings.

- (a) The President shall preside at all meetings of the club and of the Board and shall have the duties and powers normally appurtenant (*def.: belonging; pertinent*) to the office of President in addition to those particularly specified in these bylaws.
- (b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- (c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club; have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, which shall be sent to any member in good standing, upon written request, once every club year, and carry out other such duties as are prescribed by these Bylaws.
- (d) The Treasurer shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank or credit union designated by the Board, in the name of the Club. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous months of the current fiscal year, with a full 12-month

report sent to the membership within a month of the end of the fiscal year. The club shall be insured in such amount and through a type of policy as the Board shall determine which will cover the actions of the Treasurer.

- (e) The offices of Secretary and the Treasurer may be held by the same person; in which case the Board shall be comprised of six (6) persons.

SECTION 3 - Vacancies

Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority vote of the members of the Board. However, a vacancy in the office of President shall be filled automatically by the Vice President until the next annual election.

ARTICLE IV

The Club's Financial/Fiscal Year, Annual Meeting, Elections, Official Year

SECTION 1 - Financial/Fiscal Year

The Financial/Fiscal year shall begin on the first day of August and end on the last day of July.

SECTION 2 - Annual Meeting

The annual meeting shall be held in the month of June, at which officers, and directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3 - Nominations

The Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committee persons and alternates of their selection. The Board shall name a chair for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before April 1.

- (a) The committee shall nominate at least one candidate for each office, and positions on the Board, and shall procure the acceptance of each nominee so chosen and shall immediately report their nominations to the Secretary in writing, no later than April 30.
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall, notify each member in writing of the candidates so nominated.
- (c) Additional nominations may be made at the May meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed. No person may be a candidate for more than one position [except for the position of Delegate].
- (d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.
- (e) Ballots must be received by the Committee Chair no later than April 30. Ballots received after April 30 will not be counted.

SECTION 4 - Elections

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three (3) nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected. If no valid additional nominations are received on or before [insert date] the Nominating Committee's slate shall be declared elected and no balloting will be required. Any uncontested position should be automatically elected.

If elections will be held remotely, as allowed under ORS 65, whether by USPS mail or electronically, ballots must be received by the Secretary by a date specified at the Annual Meeting, which will be no later than two (2) weeks after the Annual Meeting. Ballots received after the specified date will not be counted.

SECTION 5 - Club's Official Year

The club's Official Year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

ARTICLE V COMMITTEES

SECTION 1 - The Board may each year appoint standing committees to advance the work of the club. Such committees shall always be subject to the final authority of the Board.

SECTION 2 - Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI DISCIPLINE

SECTION 1 - American Kennel Club Suspension

Any member who is suspended from **any of** the privileges of The American Kennel Club shall be suspended from the privileges of this club for a like period. American Kennel Club suspensions are published on the Secretary's page of the AKC Gazette.

SECTION 2 - Charges

An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club. Written notarized charges containing specific facts signed under oath (“Charges”) must be filed in duplicate with the Secretary together with a deposit, the amount to be established by the Board which shall be forfeited if such charges are not sustained or entertained by the Board. The Secretary shall promptly send a copy of the Charges to each Board member or present them at a Board meeting. The Board shall first consider whether the actions alleged in the Charges, if proven, might constitute conduct prejudicial to the best interests of the club. If the Board considers that the Charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the Charges, it shall fix a date for a hearing by the Board or a committee appointed by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the Charges to the accused member by certified mail return receipt requested, or other form of receipted or acknowledged delivery and set forth a time and place at which the accused may attend and present any defense, call witnesses or answer.

SECTION 3 - Board Hearing

If the Board has a hearing, the Board or a committee appointed by the Board may hear the charges. The Board or the Board’s appointed committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and accused, the Board or Board’s appointed committee may by a majority vote of those present reprimand or suspend the accused from all privileges of the club for not more than six months from the date of the hearing. And, if the Board or the Board’s appointed committee deems that punishment insufficient, it

may also recommend to the membership that the penalty be expulsion. Immediately after the Board or the Board's appointed committee has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's or the Board appointed committee's decision and penalty, if any.

SECTION 4 - Expulsion

The members shall vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII AMENDMENTS

SECTION 1 - Amendments to the constitution and bylaws may be proposed by the Board or by written petition addressed to the Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2 - The constitution and bylaws may be amended by a 2/3 secret vote of the membership, following a regular or special meeting called for the purpose of discussing the amendments, provided the proposed amendments have been included in the notice of the meeting and sent via USPS and/or via email to each member at least two weeks prior to the date of the meeting.

ARTICLE VIII DISSOLUTION

SECTION 1 - The Club may be dissolved at any time by the written consent of not less than $\frac{2}{3}$ of the members in good standing. In the event of the dissolution of the Club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members(~~s~~) of the Club, but after payments of the debts of the Club, its property and assets shall be given to Havanese Rescue, Inc. ORS Chapter 65 requires notice to the State Attorney General of intent to transfer, with a 30 day waiting period after such notice.

ARTICLE IX ORDER OF BUSINESS

See Robert's Rules of Order Newly Revised – 12th Edition.

ARTICLE X PARLIAMENTARY AUTHORITY

SECTION 1 - The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any other special rules of order the Club may adopt.

GLOSSARY

Member in good standing — An individual who is not suspended by The American Kennel Club or their Club and whose dues for the year are already paid.

Types of Membership (must be defined in Article I, Section 1- non-voting types of membership do not count toward determination of a quorum):

Regular (Individual) — Enjoys all club privileges including the right to vote and hold office. **Household** — Two (2) adult members residing in the same household, each eligible to vote and hold office. **Foreign (usually for parent clubs)** — for those individuals who are not U.S. residents (or its territories and possessions). Shall be entitled to all club privileges except voting and office holding. **Associate or Newsletter** — Entitled to all club privileges except voting and office holding (offered to individuals who live outside of the club's area; as well as to individuals who live in the club's area but are not active). **Junior** — Open to minors under 18 years of age; a non-voting/non office holding membership which may automatically convert to regular membership at age 18. **Honorary** — An individual who has made significant contributions to the Sport, Breed or the Club; honorary members pay no dues and are not eligible to vote, but can maintain regular (or household) membership if they pay dues. **Life** — For those individuals who have been members for a long period of time (usually 20+ years); Life members pay no dues but are eligible to vote and hold office. **Outreach Membership** – For those individuals new to the Sport of Dogs, at least 18 years of age, who are interested in further advancing their knowledge of dogs, The American Kennel Club and the Sport of Dogs. This is a non-voting, nonoffice holding membership which entitles the member to participate in all other club activities.

Uppermost limits for dues — In order to avoid frequent bylaw amendment, an uppermost limit (i.e. — Dues shall not exceed \$____) should be included for each type of membership, in addition to when and by whom the dues are set each year.

Notices — All club notices must be sent either via the US Postal Service or e-mail in accordance with current AKC policy or in accordance with State Law.

Reprimand — A written warning to a member after charges have been filed in accordance with the bylaws, and it is determined that the member's conduct was not severe enough to warrant a suspension or a recommendation for expulsion.

Voting member — A member whose membership type includes voting rights.

Votes on Bylaw Amendments — After amendments are voted upon, the club must provide AKC with the number of members in good standing as well as the date of the vote, and the number who voted for and against. A copy of the revised document must be submitted to AKC as soon as it is printed along with the date of the vote, the percentage of membership that voted and the breakdown of the vote.